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**UNITED STATES OF AMERICA  
SURFACE TRANSPORTATION BOARD**

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**STB Finance Docket No. 35305**  
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**CERTIFICATE OF SERVICE**

I hereby certify that I have served, this 8th day of January, 2010, a copy of the Notice of Intent to Participate of American Public Power Association, Edison Electric Institute, and National Rural Electric Cooperative Association, and a signed copy of the Undertakings in the Board's Protective order in this proceeding, via first-class mail, on the following:

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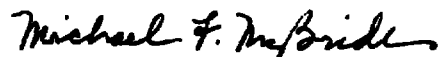
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*Attorney for American Public Power  
Association, Edison Electric Institute, and  
National Rural Electric Cooperative  
Association*

UNDERTAKING

CONFIDENTIAL MATERIAL

I, MICHAEL F. McBRIDE, have read the Protective Order served on December 1, 2009, governing the production of confidential documents in STB Finance Docket No. 35305, understand the same, and agree to be bound by its terms. I agree not to use or permit the use of any data or information obtained under this Undertaking, or to use or permit the use of any techniques disclosed or information learned as a result of receiving such data or information, for any purposes other than the preparation and presentation of evidence and argument in STB Finance Docket No. 35305 or any judicial review proceeding arising herefrom. I further agree not to disclose any data or information obtained under this Protective Order to any person who has not executed an Undertaking in the form hereof. At the conclusion of this proceeding and any judicial review proceeding arising herefrom, I will promptly destroy any copies of such designated documents obtained or made by me or by any outside counsel or outside consultants working with me, provided, however, that outside counsel may retain file copies of pleadings filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that parties producing confidential documents shall be entitled to specific performance and injunctive or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Signed: Michael F. McBride

Print: MICHAEL F. McBRIDE  
ATTORNEY FOR AMERICAN

Affiliation: PUBLIC POWER ASSOCIATION, ET AL.

Dated: January 8, 2010

## UNDERTAKING

## HIGHLY CONFIDENTIAL MATERIAL

As outside [ counsel ] [ consultant ] for MICHAEL F. McBRIDE, for which I am acting in this proceeding, I have read the Protective Order served on December 1, 2009, governing the production of confidential documents in STB Finance Docket No. 35305, understand the same, and agree to be bound by its terms. I further agree not to disclose any data, information or material designated "HIGHLY CONFIDENTIAL" to any person or entity who: (i) is not eligible for access to "HIGHLY CONFIDENTIAL" material under the terms of the Protective Order, or (ii) has not executed a "HIGHLY CONFIDENTIAL" undertaking in the form hereof. I also understand and agree, as a condition precedent to my receiving, reviewing, or using copies of any documents designated "HIGHLY CONFIDENTIAL," that I will limit my use of those documents and the information they contain to this proceeding and any judicial review proceeding arising herefrom, that I will take all necessary steps to assure that said documents and information will be kept on a confidential basis by any outside counsel or outside consultants working with me, that under no circumstances will I permit access to said documents or information by personnel of my client, its subsidiaries, affiliates, or owners, and that at the conclusion of this proceeding and any judicial review proceeding arising herefrom, I will promptly destroy any copies of such designated documents obtained or made by me or by any outside counsel or outside consultants working with me, provided, however, that outside counsel may retain file copies of pleadings filed with the Board. I further understand that I must destroy all notes or other documents containing such highly confidential information in compliance with the terms of the Protective Order. Under no circumstances will I permit access to documents designated "HIGHLY CONFIDENTIAL" by, or disclose any information contained therein to, any persons or entities for which I am not acting in this proceeding.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that parties producing confidential documents shall be entitled to specific performance and injunctive or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Michael F. McBride

OUTSIDE [COUNSEL] [CONSULTANT]

Print: MICHAEL F. McBRIDE

Affiliation: ATTORNEY FOR AMERICAN  
PUBLIC POWER ASSOCIATION, ET AL.

Dated: January 10, 2010